

ASSIGNMENT

WHEREAS, Jeffrey L. Cleland, a citizen of U.S.A., residing at 844 Cordilleras Avenue, San Carlos, CA 94070 and Amy Lim, a citizen of U.S.A., residing at 2840 Berkshire Drive, San Bruno, CA 94066-1754, and Michael Frank Powell, a citizen of Canada, residing at 531 Hugo Street, San Francisco, CA 94122, have invented a new and useful invention in

METHODS AND COMPOSITIONS FOR MICROENCAPSULATION OF ANTIGENS FOR USE AS VACCINES

for which an application Serial No. 08/143,555 for Letters Patent has been filed by them on 25 October 1993; and

WHEREAS, GENENTECH, INC., a corporation organized and existing under and by virtue of the laws of the State of Delaware, having a place of business at 460 Point San Bruno Boulevard, South San Francisco, California 94080, is desirous of acquiring an interest in and to said invention, and in and to the Letters Patents to be obtained therefor;

NOW, THEREFORE, be it known by all whom it may concern;

That for good and valuable consideration the receipt of which is hereby acknowledged, the said Jeffrey L. Cleland, Amy Lim and Michael Frank Powell have and do hereby sell, assign, transfer and set over unto the said GENENTECH, INC., its successors and assigns, the full and exclusive right, title and interest including all rights under the Paris Convention for the Protection of Industrial Property, in and to said invention, and in and to any and all Letters Patents to be granted and issued therefor, not only for, to, and in the United States of America, its territories and possessions, but for, to and in all other countries; and it has been and is hereby authorized and requested that the appropriate government agencies issue said Letters Patents to said GENENTECH, INC., in accordance with this Assignment.

Said Jeffrey L. Cleland, Amy Lim and Michael Frank Powell covenant and agree to cooperate with GENENTECH, INC., to enable said GENENTECH, INC. to enjoy to the fullest extent the right, title and interest herein conveyed in the United States and foreign countries. Such cooperation by said Jeffrey L. Cleland, Amy Lim and Michael Frank Powell includes prompt production of pertinent facts and documents, giving of testimony, execution of petitions, oaths, specifications, declarations or other papers, and other assistance all to the extent deemed necessary or desirable by said GENENTECH, INC., (a) for perfecting the right, title and interest herein conveyed (b) for prosecuting any of said applications; (c) for filing and prosecuting applications for reissuance of any of said patents; (d) for interference or other priority proceedings involving said invention; and (e) for legal proceedings involving said invention and any applications therefor and any patents granted thereon, including without limitation opposition proceedings, cancellation proceedings, priority contests, public use proceedings, infringement actions and court actions; provided, however, that the expense incurred by said Jeffrey L. Cleland, Amy Lim and Michael Frank Powell in providing such cooperation shall be paid for by said GENENTECH, INC.

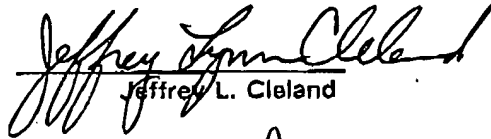
The terms and covenants of this assignment shall inure to the benefit of said GENENTECH, INC., its successors, assigns and other legal representatives, and shall be binding upon said Jeffrey L. Cleland, Amy Lim and Michael Frank Powell, their respective heirs, legal representatives and assigns.

Said Jeffrey L. Cleland, Amy Lim and Michael Frank Powell hereby warrant and represent that they have not entered and will not enter into any assignment, contract, or understanding in conflict herewith.

IN WITNESS WHEREOF we undersign as follows;

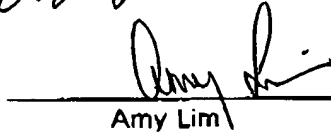
South San Francisco

Dated: 12/23/93


Jeffrey L. Cleland

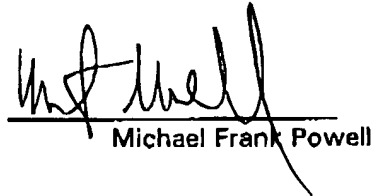
South San Francisco

Dated: 1/4/94


Amy Lim

South San Francisco

Dated: 1/10/94


Michael Frank Powell